

EXHIBIT D

Declaration of Official Intent

The Internal Revenue Service requires that if a borrower intends to be reimbursed for certain expenditures from the proceeds of a tax-exempt bond issue, the borrower must have adopted a Declaration of Official Intent (**DOI**) to do so. Reimbursement of project related costs cannot occur for expenditures that predate the date of the approved DOI.

The attached sample DOI is for illustrative purposes only and may not conform to current Treasury requirements.

Please contact legal counsel to assure that you are proceeding correctly.

EXHIBIT D

[This is an example format. The final format should be approved by the Applicant's bond counsel.
A Declaration is needed for all bond financings, which seek to reimburse certain expenditures from proceeds of indebtedness.]

**DECLARATION OF OFFICIAL INTENT
OF [NAME OF (i) THE ACTUAL ISSUER; (ii) THE GOVERNMENTAL CONDUIT
BORROWER, IF ANY; OR (iii) THE 501 (c)(3) CONDUIT BORROWER, IF ANY]
TO REIMBURSE CERTAIN EXPENDITURES
FROM PROCEEDS OF INDEBTEDNESS**

WHEREAS, the [name of the party identified above] (the "Issuer") intends to [acquire, construct, improve] a [general description of project or program] (the "Project");

WHEREAS, the Issuer expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

[Insert the following WHEREAS paragraph if an individual has been designated to declare official intent:

WHEREAS, the Issuer has designated the undersigned, in the undersigned's individual capacity, to declare the Issuer's official intent to reimburse expenditures with proceeds of a subsequent borrowing;]

WHEREAS, the Issuer reasonably expects that debt obligations in an amount not expected to exceed \$_____ will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, [Insert the following for private activity bonds other than qualified 501(c)(3) bonds: Section 1.103-8 (a)(5) and] Section 1.150-2 of the Treasury Regulations require[s] the Issuer to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the [Issuer/undersigned] declares:

Section 1. The [Issuer/undersigned] finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the Issuer to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The Issuer hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures. [The preceding sentence is to be used in resolutions; the following sentence is to be substituted in declarations: The undersigned hereby declares the Issuer's official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.]

Section 4. This declaration shall take effect from and after its adoption.

[The following is to be used in resolutions only: The undersigned, [Secretary] of the Issuer, hereby certifies that the foregoing is a full, true and correct copy of the declaration of the {governing body} of said Issuer duly made at a meeting thereof held on the date specified below, and that said declaration has not been amended, modified or revoked by said [governing body].]

[Name]
[Title]

Date